

UNSW Safety and Risk Committee Membership and Terms of Reference

Authorised by UNSW Council 4 December 2023

A. Membership as at 4 December 2023

Name	Role	Term
Ms Maxine Brenner, Chair	Council Member	to 30 June 2024
Professor Attila Brungs	Vice-Chancellor and President	ex officio
Professor Scott Kable	President of the Academic Board	ex officio
Dr Jennifer Alexander	Council Member	to 30 June 2025
Professor Justine Nolan	Council Member	to 30 June 2024
Mr Peter Binetter	External Member	to 30 June 2025
Mr Steve Ferguson	Representative of the Audit Committee	to 30 June 2024
Vacant	External Member	
Vacant	External Member	

B. Terms of Reference

1. Purpose

The Safety and Risk Committee assists Council in discharging its oversight obligations in the areas of safety and risk by providing independent and objective review, advice and assistance, noting that Council has delegated to University management responsibility for overseeing and handling all safety and risks matters of the University and its controlled entities.

2. Composition (#) – Total: up to nine (9)

- Three members of Council
- Up to three external members with appropriate professional expertise and experience appointed by Council on the recommendation of the Chair of the Committee.
- One representative of the Audit Committee of Council.
- The Vice-Chancellor and President (who is a member under clause 5(2) of the UNSW By-law 2005, and may choose to absent himself from meetings from time to time).
- The President of the Academic Board.

(#) A majority of the members will be external members.

3. Chair

The Chair is appointed by Council, from among those Council members who are not employees of the University.

4. Attendees

The Committee may, with the consent of the Chair, invite any person or persons to all or part of its meetings to assist the Committee in its work. The following officers will normally attend for each meeting:

Deputy Vice-Chancellor, Transformation, Planning & Assurance
Director, Risk
General Counsel
Chief Information Officer (for their items)
Director, Safety (for their items)

The Executive Team member and Senior Officers with responsibility for relevant safety and risk oversight will attend as required for all or part of each meeting.

5. Quorum

The quorum for the Risk Committee is a majority of the total number of members for the time-being of the Committee.

6. Reporting to Council

The minutes of each meeting will be included in Council papers and the Chair shall draw any urgent or special matters to the attention of Council as the Committee suggests.

The Committee will endorse reports to Council and seek presentations from management as required.

The Committee will refer matters with relevance to the areas of internal control, including fraud control, financial reporting and the audit process that come to its attention directly to the Audit Committee.

7. Schedule of Meetings

Four regular meetings per annum are scheduled to report to the following Council meeting, and additional meetings as required with the consent of the Chair.

The Safety and Risk Committee may have a combined annual meeting with the Audit Committee of Council, to be decided following consultation with the Chairs of both committees.

8. Role and responsibilities

- a. To oversee the University's safety, risk and compliance framework for identifying, monitoring and managing significant safety and risk matters, including matters relating to compliance.
- b. In relation to the University's controlled entities, to:
 - i. engage in consultation with respect to risk management plans and
 - ii. receive bi-annual material regarding strategic and operational risk reporting for controlled entities operating businesses which supply goods and services to customersas required under UNSW's *Controlled Entities Procedure*.
- c. To advise Council (and the Vice-Chancellor and President) on areas of safety and risk including consideration of internal controls as they relate to Enterprise Risk Management.
- d. To advise Council in a timely manner on any anticipated safety and risks matters that could materially affect the reputation and/or operation of the University (including its controlled entities).
- e. To review the University's insurance program at least annually having regard to the University's business and insurable risks.
- f. To review whether management has in place a current and comprehensive risk management framework and associated procedures for the effective identification and management of UNSW risks.
- g. To review the impact of UNSW's risk management framework on its control environment and insurance arrangements.



- h. To review whether a sound and effective approach is followed for establishing and operating business continuity arrangements including alignment with Disaster Recovery plans.
- i. To receive and consider a quarterly report from management relating to the identification and management of UNSW's material strategic and operational risks.
- j. To review the risk appetite statements approved by the UNSW Vice-Chancellor and receive at least annual reporting on performance against these statement settings from the Director of Risk and exception reporting as required.
- k. To receive advice from the Level 1 Health & Safety Committee and the University regarding its compliance with relevant workplace health and safety legislation.
- l. To review UNSW's safety management system to ensure the system is delivering positive safety outcomes for UNSW.
- m. Without limiting its scope, the Committee will review the strategies established by University management to promote a culture of health (including mental and psychosocial health) and safety.
- n. The Committee will, based on reports provided by the Director Safety and Internal Audit monitor the adequacy of safety and health, in relation to actual or potential accidents, breaches and incidents, identified hazards and existing and emerging risks throughout the University.
- o. To review and advise on safety and risk matters raised by Council, the Audit Committee and the Finance and Strategy Committee.
- p. To exercise such powers as the Council may delegate.
- q. To review or cause to be conducted such investigations as may be considered appropriate in the Committee's opinion into any breach of relevant safety and risk management policies and procedures or material non-compliance with any laws or obligations of the University.
- r. In furtherance of these Terms of Reference to monitor and review the University in relation to:
 - i. processes for monitoring and managing material risks relating to all major building projects;
 - ii. the establishment and maintenance of a risk appetite statement and a register of major risks and processes to comply with relevant laws, regulations and standards;
 - iii. review the effectiveness of the system for monitoring UNSW's compliance with relevant laws, regulations and associated government policies
 - iv. the development of a safety and risk awareness culture.
- s. As required, establish and constitute sub-committees or working parties to assist the Safety and Risk Committee in carrying out its functions.

9. Resolutions without meetings (Circular resolutions)

- a) The Chair may approve that a matter is urgent and cannot wait until the next scheduled meeting of the Safety and Risk Committee. In such cases, a circular resolution and relevant documentation will be circulated electronically to all Committee members for consideration and approval.
- b) The resolution will be passed if a majority of members approve the resolution unless two or more members request that the issue raised in the circular resolution be discussed at the next meeting instead.
- c) The Committee will be informed of the result and the circular resolution will be tabled at the next meeting of the Committee for incorporation into the formal record.

Notes

- i. The Safety and Risk Committee does not have executive powers or authority to implement actions over which the Vice-Chancellor and President or nominee has responsibility; it does not have any delegated financial powers, and it does not have any management function.
- ii. These Terms of Reference and the functioning of the Committee should be subject to a periodic review by Council, including self-assessment by the Committee, to ensure that it is operating effectively and fulfilling its functions.

